

Exhibit A (part III)

Greystone Business Credit II LLC

Exhibit B

RESTRUCTURING PLAN

See Attached

GBMI Forecast 2007

	2002	2006P	2007F	change 06/07
Revenue	\$123.8	\$109.0	\$126.6	\$17.6
Cost Of Sales*	78.0	88.4	90.4	2.0
Gross Profit	45.8	20.6	36.2	15.6
GM %	37%	19%	29%	10%
OPEX				
Compensation	16.9	22.2	19.0	(3.2)
Rent	1.1	4.6	3.7	(0.9)
Tradeshows/Conferences	2.3	0.9	1.0	0.1
Domestic Samples	0.0	0.5	1.0	0.5
Advertising	0.8	0.3	0.5	0.2
Meals, Travel, Lodging	1.5	2.0	1.7	(0.3)
Bank/Factor Fees	1.0	0.8	0.9	0.1
Other	2.3	5.4	3.4	(2.0)
OPEX Total	25.9	36.7	31.2	(5.5)
Retail	0.0	3.0	3.6	0.6
Opex Total less Retail	25.9	33.7	27.6	(6.1)
EBITDA	\$19.9	(\$16.1)	\$5.0	\$21.1
Additional expense cuts planned				
India Office Closing			(0.4)	(0.4) In process complete by 12/31/06
Relocate from Hollister facility			(0.4)	(0.4) In process complete by 12/31/06
Additional IT expenses			(0.4)	(0.4) TBD to be done by 12/31/06
Eliminate unprofitable Kids store			(0.2)	(0.2) In process complete by 12/31/06
Lower compensation and related expenses			(2.1)	(2.1) TBD to be done by 12/31/06
Total additional expense cuts targeted.	0.0	0.0	(3.5)	(3.5)
Adjusted OPEX Total	25.9	36.7	27.7	(9.0)
Adjusted EBITDA	\$19.9	(\$16.1)	\$8.5	\$24.6

*Cost Of Sales includes Royalty

GBMI Forecast 2007

	Monthly	Annual	
Lexington Building Co., LLC	\$ 57,653.00	\$ 691,836.00	11th floor
La Patena Investors	\$ 27,488.46	\$ 329,861.76	Samples Warehouse
	\$ (23,043.00)	\$ (276,516.00)	Sublease Samples Warehouse
Sublease	\$ 11,348.22	\$ 136,178.64	GF Adults
Morris & Gloria (retail location)	\$ 158,292.94	\$ 1,899,515.28	GBMI
Matteson Goleta Investors	\$ 8,074.00	\$ 96,888.00	GF Kids
Three West Carrillo Partners	\$ 13,848.11	\$ 166,189.32	GF Las Vegas
Chelsea Las Vegas	\$ 31,619.09	\$ 379,429.08	GF Santa Monica
Westside Properties 2, LLC	\$ 10,000.00	\$ 120,000.00	Goleta Warehouse Castilian
American Communications, LLC	\$ 17,590.76	\$ 211,089.12	GF Camarillo
Camarillo Outlet Center	\$ 19,317.22	\$ 231,806.64	GF Topanga rent started Oct 6 2006
Topanga	\$ 6,500.00	\$ 78,000.00	
China	\$ 1,583.00	\$ 18,750.00	
Taiwan	\$ 2,206.00	\$ 26,472.00	
India	\$ 6,200.00	\$ 74,400.00	
Europe	\$ 348,658.82	\$ 4,183,899.84	
Totals			

0.25 \$ 474,878.82 \$ 39,573.24

Retail	\$ 101,798.40	\$ 1,221,580.80
Savings forecasted		
Sublease 7FAM	\$ (5,000.00)	\$ (60,000.00)
Sublease Hollister - Other Efficiencies	\$ (39,573.24)	\$ (356,159.12)
25% of the building for 9 months.		
	<u>\$ 304,085.59</u>	<u>\$ 3,767,740.73</u>
Additional savings forecasted		
Relocated from Hollister Facility	\$ (33,333.33)	\$ (400,000.00)

GBMI Forecast 2007

SK	2006 P	2007 P	Variance	2002	2003	2004	2005
Other R&D	54,167	75,000	20,833	68,484	49,278	87,371	110,273
Printing	65,453	50,000	(15,453)	72,948	172,270	99,386	99,361
Personnel/Recruiting/Education	423,759	100,000	(323,759)	536,410	895,890	534,148	395,735
Sales Commissions	130,239	150,000	19,761	N/A	N/A	N/A	132,994
Telephone	275,882	200,000	(75,882)	215,354	167,442	175,835	207,218
Utilities	143,334	100,000	(43,334)	58,092	176,703	201,902	171,615
Insurance	420,264	389,680	(30,584)	125,615	340,128	234,306	269,167
Legal & Accounting Fees	905,160	250,000	(655,160)	323,428	536,811	684,915	820,669
Consulting & Temporary Service	1,065,167	150,000	(915,167)	160,925	376,962	254,243	441,608
Supplies	345,669	200,000	(145,669)	126,867	268,141	336,315	389,966
Equipment Rental/Lease	336,348	200,000	(136,348)	169,028	142,681	277,331	228,208
Postage	182,700	180,000	(2,700)	77,735	237,366	228,670	337,515
Repairs & Maintenance	343,320	100,000	(243,320)	69,149	62,576	186,551	173,920
Dues & Subscriptions	140,483	100,000	(40,483)	8,213	38,218	88,763	78,977
Taxes & Licenses	169,390	120,000	(49,390)	261,137	410,635	725,398	790,531
Outside Services	882,986	600,000	(282,986)	18,520	240,000	240,000	247,444
AR Dilution Expense	222,476	210,000	(12,476)				
Other Offset	(700,000)	-	700,000				
Total*	5,406,797	3,404,680	(2,002,117)	2,430,144	4,395,138	4,700,874	5,243,269

5.1 for Other expenses was low estimate on Preso.

	Per Jan	Per Feb	Per Mar	Per Apr	Per May	Per Jun	Per Jul	Per Aug	Per Sep	Per Oct	Per Nov	Per Dec	Per 2007
Headcount													
Total Net Revenue	8,221,915	8,854,370	8,221,915	6,840,111	9,332,087	18,848,549	14,431,830	11,088,083	8,854,370	7,589,460	11,024,827	13,339,004	126,646,519
Total COB	5,631,043	6,068,528	5,631,043	4,888,014	6,393,942	12,918,249	9,891,138	7,399,451	6,068,528	5,301,596	7,254,897	9,145,166	86,799,852
Total Gross Profit	2,586,853	2,785,842	2,586,853	2,152,097	2,936,145	5,930,300	4,540,692	3,688,632	2,785,842	2,287,864	3,769,930	4,193,837	39,846,668
Operating Expenses:													
Competition	1,313,000	1,313,000	1,369,500	1,369,500	1,369,500	1,369,500	1,369,500	1,269,500	1,369,500	1,402,500	1,402,500	1,402,500	16,500,000
Payroll Taxes	82,500	82,500	82,500	82,500	82,500	82,500	82,500	82,500	82,500	82,500	82,500	82,500	990,000
Royalty	128,176	128,176	128,176	128,176	128,176	128,176	128,176	128,176	128,176	128,176	128,176	128,176	1,538,117
Rent	304,251	304,251	304,251	304,251	304,251	304,251	304,251	304,251	304,251	304,251	304,251	304,251	3,651,016
Depreciation & Amortization	254,892	254,892	254,892	254,892	254,892	254,892	254,892	254,892	254,892	254,892	254,892	254,892	3,058,708
Travel & Lodging	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	41,667	500,000
Bank/Factor Fees	241,667	241,667	241,667	241,667	241,667	241,667	241,667	241,667	241,667	241,667	241,667	241,667	2,900,000
Other	38,500	38,500	38,500	38,500	38,500	38,500	38,500	38,500	38,500	38,500	38,500	38,500	462,000
Royalty Expense	288,529	288,529	288,529	288,529	288,529	288,529	288,529	288,529	288,529	288,529	288,529	288,529	3,462,552
Interest Expense	232,115	232,115	232,115	232,115	232,115	232,115	232,115	232,115	232,115	232,115	232,115	232,115	2,785,591
Operating Expenses	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	1,783,394	21,342,391
Income from Continuing Operations	(198,448)	(471,811)	(314,945)	(650,859)	(804,803)	2,662,889	1,519,276	135,516	(138,311)	(474,579)	134,860	581,169	1,969,978
Interest Expense	(94,914)	(102,215)	(94,914)	(78,953)	(107,730)	(17,585)	(186,601)	(138,003)	(102,215)	(87,615)	(171,271)	(151,986)	(1,462,009)
Other Income (Expense)	227,544	254,889	300,134	210,474	312,909	403,732	381,439	482,196	156,209	111,169	283,727	477,619	2,755,051
NET INCOME before Taxes	(393,359)	(574,026)	(409,825)	(729,821)	(912,623)	2,435,301	1,352,775	7,525	(240,526)	(562,191)	7,589	427,183	507,969
Provision for Income Taxes	(188,724)	(549,285)	(268,671)	(468,309)	(587,110)	1,366,581	870,269	4,841	(154,750)	(361,670)	4,842	274,816	326,787
Net Income after Tax	(104,635)	(204,743)	(146,156)	(260,512)	(325,513)	868,720	482,506	2,684	(395,276)	(923,861)	2,707	152,367	181,182
EBITDA	50,447	(216,919)	(80,055)	(395,946)	(550,001)	2,907,781	1,774,269	390,418	116,581	(219,686)	389,782	836,061	5,025,686

Assumptions

Other might be based on a blended 35% headcount that not increase throughout the year

4% Salary increase over the year

Revenue Spread based on 2005 allocation

2 Major Trade Shows, and Com's 1 year

Interest Expense based on 1.9% of Net Revenue

Bank and Factor Fees based on .6% of Net Revenue

Royalties based on 10% and 1% of Revenue

GBM1 2006 Income Statement

2K	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	YTD
Revenue	4,111,412	4,591,731	5,075,519	5,560,519	5,945,519	6,330,519	6,715,519	7,100,519	7,485,519	7,870,519	8,255,519	8,640,519	87,940,519
Cost of Revenue	(1,875,519)	(2,040,519)	(2,205,519)	(2,370,519)	(2,535,519)	(2,700,519)	(2,865,519)	(3,030,519)	(3,195,519)	(3,360,519)	(3,525,519)	(3,690,519)	(36,940,519)
Gross Profit	2,235,893	2,551,212	2,870,000	3,190,000	3,410,000	3,630,000	3,850,000	4,070,000	4,290,000	4,510,000	4,730,000	4,950,000	51,000,000
Operating Expenses	(1,235,893)	(1,340,519)	(1,445,519)	(1,550,519)	(1,655,519)	(1,760,519)	(1,865,519)	(1,970,519)	(2,075,519)	(2,180,519)	(2,285,519)	(2,390,519)	(23,940,519)
Operating Income	1,000,000	1,210,693	1,424,481	1,639,481	1,754,481	1,869,481	1,984,481	2,100,000	2,215,000	2,325,000	2,445,000	2,565,000	27,060,000
Other Income & Expense	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(1,000,000)
Income Before Tax	900,000	1,110,693	1,324,481	1,539,481	1,654,481	1,769,481	1,884,481	2,000,000	2,115,000	2,225,000	2,345,000	2,465,000	26,060,000
Income Tax Expense	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(1,000,000)
Net Income	800,000	1,010,693	1,224,481	1,439,481	1,554,481	1,669,481	1,784,481	1,900,000	2,015,000	2,125,000	2,245,000	2,365,000	25,060,000
Net Income per Share	8.00	10.11	12.24	14.39	15.54	16.69	17.84	19.00	20.15	21.25	22.45	23.65	250.60

All financial statements are subject to audit and may be revised in the future.

Greystone Business Credit II LLC

Exhibit C

CLOSING CHECKLIST

See Attached

GREYSTONE BUSINESS CREDIT II LLC

GREYSTONE BUSINESS CREDIT II LLC

CLOSING CHECKLIST

Global Brand Marketing Inc.

\$25,000,000 Secured Loan

CLOSING DATE: December 4, 2006

LENDER: GREYSTONE BUSINESS CREDIT II LLC ("GBC")
152 West 57th Street, 60th Floor
New York, New York 10019

LENDER'S COUNSEL: GOLDBERG, KOHN, BELL, BLACK,
ROSENBLOOM & MORITZ, LTD.
55 East Monroe Street, Suite 3700
Chicago, Illinois 60603
Attn: Richard M. Kohn and William A. Starshak
Telephone No.: (312) 201-4000
Facsimile No.: (312) 332-2196

BORROWER: GLOBAL BRAND MARKETING INC. ("Borrower")
6500 Hollister Avenue
Santa Barbara, California 93117

GUARANTOR: KILLICK DATTA ("Datta")

c/o GLOBAL BRAND MARKETING INC. ("Borrower")
6500 Hollister Avenue
Santa Barbara, California 93117

**BORROWER'S AND
GUARANTOR'S
COUNSEL:** FELL, MARKING, ABKIN, MONTGOMERY, GRANET &
RANEY, LLP
222 East Carrillo Street, 4th Floor
Santa Barbara, California 93101
Attn: Joseph D. Abkin
Telephone No.: (805) 963-0755, ext. 228
Facsimile No.: (805) 965-7237

MORRISON & FOERSTER LLP
555 West Fifth Street, Suite 3500
Los Angeles, California 90013
Attn: Kathryn I. Johnstone
Telephone No.: (213) 892-5662
Facsimile No.: (213) 892-5454

A. LOAN DOCUMENTS

1. Loan and Security Agreement
2. Note payable to GBC
3. Warrant for 10% of fully diluted equity of Borrower
4. Authorization to Pay Proceeds
5. Pre-Close Authorization to File UCCs
6. Guaranty - Datta
7. UCC Financing Statements (listed on Exhibit A)
8. Deposit Account Control Agreement - Bank of the West
9. Closing Certificate
10. Trademark Security Agreement
11. Patent Security Agreement
12. Landlord Consents
 - (a) 6500 Hollister Avenue, Santa Barbara, CA
 - (b) 165 Castilian Drive, Goleta, CA
13. Warehouse Agreements
 - (a) 15710 San Antonio, Chino, CA (FMI)
 - (b) 350-400 Westmont Drive, San Pedro, CA (Gilbert West)
14. Licensor Agreements re inventory liquidation
 - (a) Diesel S.p.A
 - (b) Diesel KID S.r.l.
 - (c) Seven for All Mankind
15. Items with respect to Insurance
 - (a) Certificates of casualty insurance covering equipment and real estate, showing GBC as certificate holder and loss payee (with GBC's loss payable clause attached to each certificate).

- (b) Certificates of insurance with respect to Borrower's liability insurance policies (including products liability insurance) showing GBC as certificate holder and additional insured
 - (c) Assignment of Business Interruption Insurance (to be sent certified mail to Chubb)
- 16. Certified copy of organizational documents
- 17. Certificate of Secretary for Borrower as to articles of incorporation, by-laws, incumbency of officers and directors and resolutions
- 18. Certificates of Good Standing
 - (a) California
 - (b) Nevada
 - (c) Alabama
 - (d) New Jersey
- 19. Subordinated, Last-Out Participation Agreement (Indeka)

B. Third Party Debt Documents

- 20. Copies of Promissory Notes (Datta), as amended
- 21. Subordination Agreement (Datta)
- 22. Factory Trade Payables Restructuring Agreement
 - (a) Irrevocable Instruction re Revolving Loan
- 23. Stock Purchase Agreements
- 24. Subordination Agreement (Global Hero)
- 25. Warrant representing 9.6% of common stock (Global Hero)
- 26. Certificate of Secretary for Global Hero as to articles of incorporation, by-laws, incumbency of officers and directors and resolutions

C. Equity Documents

- 27. Amended Articles of Incorporation
- 28. Warrant representing 29.4% of common shares

29. Investor Rights Agreement

D. Other Items

30. Pre-Closing Search Results

31. Proposal Letter - Greystone Commercial Service Agreements

32. Assignment Agreement -- Century Business Credit Corporation

33. Pay-Off Letter -- Century Business Credit Corporation

(a) UCC Termination Statement

(b) New UCC Filing

34. CIT -- Financing Statement Amendments

35. Diesel Agreements -- Supplier Payment Instructions

(a) Diesel S.p.A

(b) Diesel KID s.r.l.

36. Termination of Guaranty of Datta Indebtedness (Bank of America)

37. Opinions of Borrower's counsel (2)

38. Post-Closing Letter

E. Post-Closing Items:

39. Post-Closing Searches

40. Removal of Century Business Credit Corporation as Loss Payee on Property Insurance

41. Termination of Century Business Credit Corporation Factoring Agreement

42. Termination of CIT Factoring Agreement

GREYSTONE BUSINESS CREDIT II LLC

EXHIBIT A

UCC FINANCING STATEMENTS

Debtor Name	Collateral Description	Effective Date	UCC Number
Global Brand Marketing Inc.	SOS - California	11/17/06	06-7092499410